

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MARYLAND  
(Baltimore Division)

In re:

USINTERNETWORKING, INC., *et al.*,

Debtors.

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Case Nos. 02- 5-0215-SD  
Through 02- 5-0219-SD  
(Chapter 11)  
Jointly Administered  
Under Case No. 02- 5-0215-SD

ENTERED

JAN 10 2002

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**ORDER (A) AUTHORIZING DEBTORS TO (1) PAY ACCRUED EMPLOYEE  
COMPENSATION CLAIMS AND MAKE PAYMENTS FOR WHICH  
PREPETITION PAYROLL DEDUCTIONS WERE MADE, (2)  
MAKE PREPETITION CONTRIBUTIONS AND PAY BENEFITS UNDER  
EMPLOYEE BENEFIT PLANS AND (3) PAY ALL COSTS INCIDENT  
TO THE FOREGOING PAYMENTS AND CONTRIBUTIONS; AND (B)  
AUTHORIZING AND DIRECTING APPLICABLE BANKS AND OTHER FINANCIAL  
INSTITUTIONS TO RECEIVE, PROCESS, HONOR AND PAY ANY AND  
ALL CHECKS DRAWN ON DEBTORS' ACCOUNTS FOR SUCH PURPOSES**

This matter coming on to be heard on the Motion of Debtors for an Order (A) Authorizing Debtors to (1) Pay Accrued Employee Compensation Claims and Make Payments for Which Payroll Deductions Were Made, (2) Make Prepetition Contributions and Pay Benefits Under Employee Benefit Plans and (3) Pay All Costs Incident to the Foregoing Payments and Contributions; and (B) Authorizing and Directing Applicable Banks and Other Financial Institutions to Receive, Process, Honor and Pay Any and All Checks Drawn on Debtors' Accounts for Such Purposes (the "Motion") filed by the above-captioned debtors and debtors-in-possession in the above-captioned chapter 11 cases (the "Debtors"); the Court having reviewed the Motion and having heard the proffered testimony and evidence and the statements of counsel in support of the relief requested therein at a hearing before the Court (the "Hearing");

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it appearing to the Court that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); the Court finding that the notice given by the Debtors under the circumstances was sufficient; and the Court having determined that the legal and factual bases set forth in the Motion and the supporting memorandum of law and presented at the Hearing establish just cause for the relief granted herein;


IT IS HEREBY ORDERED THAT:

1. The Debtors shall be, and hereby are, authorized in their sole discretion to pay Employee Compensation, Deductions and Benefits (as such terms are defined in the Motion) that accrued but remained unpaid as of the Petition Date (as such term is defined in the Motion), in accordance with the Debtors' stated policies, to or for the benefit of the Employees (as such term is defined in the Motion).

2. The Debtors shall be, and hereby are, authorized to pay all costs and expenses incident to the payment of Employee Compensation, Deductions and Benefits, such as payroll-related taxes and processing costs.

3. All applicable banks and other financial institutions shall be, and hereby are, authorized and directed to receive, process, honor and pay any and all checks drawn on the Debtors' payroll or general disbursement accounts related to Employee Compensation, Deductions and/or Benefits for which payment has been authorized hereby, whether such checks were presented prior to or after the Petition Date, provided only that sufficient funds are available in the applicable accounts of the Debtors to make such payments.

4. The Court shall retain jurisdiction over any matter or dispute arising from or relating to the implementation of this Order.

 1/7/02  
 UNITED STATES BANKRUPTCY JUDGE  
 E. STEPHEN DERBY  
 Judge

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